

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X		
In re	:	Chapter 11 Case No.
	:	
GENERAL MOTORS CORP., et al.,	:	09-50026 (REG)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----X		

**FIRST OMNIBUS ORDER AUTHORIZING THE DEBTORS TO
REJECT CERTAIN UNEXPIRED LEASES OF NONRESIDENTIAL REAL PROPERTY**

Upon the motion, dated June 12, 2009 (the "**Motion**"), of General Motors Corporation and certain of its affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "**Debtors**"), pursuant to section 365(a) of title 11 of the United States Code (the "**Bankruptcy Code**") and Rules 6006 and 9014 of the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**") for authorization to reject certain unexpired leases (the "**Leases**") and related subleases (the "**Subleases**") listed on **Annex I** hereto, all as more fully described in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the Standing Order M-61 Referring to Bankruptcy Judges for the Southern District of New York of Any and All Proceedings Under Title 11, dated July 10, 1984 (Ward, Acting C.J.); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to (i) the Office of the United States Trustee for the Southern District of New York, (ii) the attorneys for the United States Department of the Treasury, (iii) the attorneys for Export Development Canada, (iv) the attorneys for the agent under GM's prepetition secured term loan agreement, (v) the attorneys for

the agent under GM's prepetition amended and restated secured revolving credit agreement, (vi) the attorneys for the statutory committee of unsecured creditors appointed in these chapter 11 cases, (vii) the attorneys for the International Union, United Automobile, Aerospace and Agricultural Implement Workers of America, (viii) the attorneys for the International Union of Electronic, Electrical, Salaried, Machine and Furniture Workers—Communications Workers of America, (ix) the United States Department of Labor, (x) the attorneys for the National Automobile Dealers Association, (xi) the attorneys for the ad hoc bondholders committee, (xii) the U.S. Attorney's Office, S.D.N.Y., (xiii) all entities that requested notice pursuant to Bankruptcy Rule 2002, and (xiv) the counterparties to the Leases and Subleases, and it appearing that no other or further notice need be provided; and a hearing having been held to consider the relief requested in the Motion (the "**Hearing**"); and upon the record of the Hearing and all of the proceedings had before the Court; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates, creditors, and all parties in interest and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted as provided herein; and it is further

ORDERED that pursuant to section 365(a) of the Bankruptcy Code and Bankruptcy Rules 6006 and 9014, the Debtors are hereby authorized to reject the Leases and Subleases listed on **Annex I** attached hereto, effective as of the respective date requested in the Motion and listed on **Annex I** attached hereto (the "**Rejection Date**"); and it is further

ORDERED that upon service of this Order upon the counterparties to the Leases and Subleases, the Leases and Subleases shall be deemed rejected, effective as of the Rejection Date; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this Order.

Dated: July 2, 2009
New York, New York

/s/ Robert E. Gerber
UNITED STATES BANKRUPTCY JUDGE

Annex I

Schedule of Leases and Subleases to be Rejected

Hoover, Alabama

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
Daniel Meadow Brook 600 Partnership	1200 Corporate Drive, Suite 400 Birmingham, AL 35242-5424	600 Corporate Parkway Hoover, AL 35242	7/31/2009	6/30/2009

Redwood City, California

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
350 Marine Pkwy., Gillikin Trade LLC, Lewis Trade LLC, Spiegl Trade LLC, and Welsh Trade LLC	c/o Pollock Financial Group 350 Marine Parkway LLC 150 Portola Road Portola Valley, CA 94028	350 Marine Parkway Redwood City CA 94065	11/14/2009	6/30/2009

San Francisco, California

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
Platinum Technology, Inc.	1815 South Meyers Road Oakbrook Terrace, IL 60181	475 Brannan Street San Francisco CA 94107	4/1/2010	6/30/2009
Subtenant	Subtenant Address	Property Location	Termination Date	Rejection Date
MB600 LLC	c/o Daniel Corporation 3595 Grandview Parkway Suite 400 Birmingham, AL 35243	475 Brannan Street San Francisco CA 94107	7/31/2009	6/30/2009

San Ramon, California

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
Legacy III SR Crow Canyon LLC	4000 East Third Avenue Suite 600 Foster City, CA 94404	2010 Crow Canyon Place San Ramon, CA 94583	9/30/2009	6/30/2009

Torrance, California

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
Lomita Partners II, LLC	433 North Camden Drive Suite 820 Beverly Hills, CA 90210	3050 Lomita Boulevard Torrance, CA 90509	12/31/2010	6/30/2009

West Sacramento, California

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
R & M Diodati Family Ltd. Partnership	11423 Sunrise Gold Circle Suite 16 Rancho Cordova, CA 95742	3300 Industrial Blvd. West Sacramento CA 95691	10/31/2010	6/30/2009

Denver, Colorado

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
Environmental Testing Corporation	2022 Helena Street Aurora, CO 80011	4750 Kingston Street Denver CO 80239-2587	12/31/2009	6/30/2009
BRCP Stanford Place, LLC	805 East Tufts Ave. Suite 1310 Denver, CO 80237	8055 East Tufts Avenue Pkwy Denver, CO 80202	11/30/2010	6/30/2009
Swig, Weiler & Arnow Management Co., Inc.	1114 Avenue of the Americas New York, NY 40036 Edward T. Haas Trust, Sydia Haas Long, Trustee 2727 Filbert Street San Francisco, CA 94123	1910 38th Street Denver, CO 80216	12/31/2009	6/30/2009
Subtenant	Subtenant Address	Property Location	Termination Date	Rejection Date
National Waterworks, Inc	National Waterworks, Inc c/o Kathryn Williams c/o Holland & Knight, LLP 200 South Orange Ave Orlando, FL 32801	1910 38th Street Denver, CO 80216	10/31/2009	6/30/2009

Coral Springs, Florida

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
University Centre West III, Ltd.	c/o George Rahael 2900 North University Drive Coral Springs, FL 33065-5083	2700 N. University Dr. Coral Springs FL 33065	3/31/2011	6/30/2009

Tampa, Florida

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
Realty Associates Iowa Corporation	c/o TA Reality Associates 28 State Street, 10th Floor Boston, MA 02190	3030 North Rocky Point Drive Tampa, FL 33607	12/31/2012	6/30/2009
Subtenant	Subtenant Address	Property Location	Termination Date	Rejection Date
GMAC, LLC	200 Renaissance Center P.O. Box 200 Detroit, MI 48265	3030 North Rocky Point Drive Tampa, FL 33607	4/30/2012	6/30/2009

Anderson, Indiana

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
Flagship Enterprise Center, Inc.	Executive Director 2701 Enterprise Drive Suite 100 Anderson, IN 46013	2701 Enterprise Drive Anderson, IN 46013	3/31/2012	6/30/2009

Indianapolis, Indiana

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
Castle Creek Investment Group, LLC	101 North Brand Boulevard Suite 940 Glendale, CA 91203	5975 Castle Creek Parkway Indianapolis, IN 46250	11/30/2012	6/30/2009

Overland Park, Kansas

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
UCM/SREP - Corporate Woods LLC	FBO UBS Re Security Dept CH17865 Palatine, IL 60055-7865	10800 Farley Overland Park KS 66210	9/30/2009	6/30/2009

Louisville, Kentucky

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
Summit I Partners, Ltd. c/o Corporate Realty Services, Inc.	4350 Brownsboro Road Suite 310 Louisville, KY 40207	4350 Brownsboro Road Lewisville, KY 40207	8/31/2012	6/30/2009

Germantown, Maryland

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
BP 270, LLC c/o Matan Realty, LLP	c/o Michael Jezienicki 20251 Century Boulevard Suite 100 Germantown, MD 20874-1195	20251 Century Blvd Germantown MD 20874	9/30/2011	6/30/2009
Subtenant	Subtenant Address	Property Location	Termination Date	Rejection Date
GMAC, LLC	200 Renaissance Center P.O. Box 200 Detroit, MI 48265	20251 Century Blvd Germantown MD 20874	11/30/2011	6/30/2009

Foxborough, Massachusetts

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
100/200 Foxborough Blvd. Realty Trust c/o CB Richard Ellis N E Partners	380 Westminster Street Providence, RI 02903	100 Foxborough Blvd. Foxborough, MA 02035	7/31/2010	6/30/2009

Auburn Hills, Michigan

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
GMAC, LLC	200 Renaissance Center P.O. Box 200 Detroit, MI 48265	900 North Squirrel Rd. Auburn Hills MI 48236-2784	3/31/2012	6/30/2009

East Lansing, Michigan

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
Hannah Technology & Research Center	P.O. Box 4218 East Lansing, MI 48826-4218	4660 S Hagadorn Rd. East Lansing, MI 48823	5/31/2012	6/30/2009

Grand Rapids, Michigan

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
Orchard Vista Properties, LLC	c/o Waters Realty & Development 161 Ottawa Ave Northwest Suite 104 Grand Rapids, MI 49503	3033 Orchard Vista Drive Southeast Grand Rapids MI 49804	11/30/2013	6/30/2009

Parsippany, New Jersey

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
Maple 6 Campus, LLC c/o Mack-Cali Realty Corporation	343 Thornall Street Edison, NJ 08837	6 Campus Drive Parsippany NJ 08837-2206	7/31/2014	6/30/2009

Honeoye Falls, New York

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
RL Norton, LLC	c/o Ryan Stoner 21 Norton Street Honeoye Falls, NY 14472	34 Norton Street Honeoye Falls NY 14472	2/28/2010	6/30/2009

New York, New York

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
BP/CG Center I, LLC c/o Boston Properties Limited Partnership	599 Lexington Avenue Suite 1800 New York, NY 10022	153 East 53rd Street New York, NY 10022	12/31/2019	6/30/2009

Charlotte, North Carolina

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
Hall Building, LLC c/o BCP West, LLC -TR for Such Entity	c/o The Bissell Companies, Inc. 13860 Ballantyne Corporate Place, Suite 300 Charlotte, NC 28277	11006 Rushmore Drive Charlotte, NC 28277	1/31/2012	6/30/2009

Raleigh, North Carolina

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
Center XXXIII, LLC c/o Highwoods Properties, Inc.	3100 Smoketree Court Suite 1100 Raleigh, NC 27604	5510 Six Forks Road Raleigh, NC 27609	7/31/2009	6/30/2009

Cincinnati, Ohio

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
OKD Four, Ltd.	55 Tri-County Pkwy. Cincinnati, OH 45246 Target Mgmt. Leasing Inc. 110 Boggs Lake, Suite 244 Cincinnati, OH 45246	155 Tri-County Pkwy. Cincinnati, OH 45246	4/30/2013	6/30/2009

Copley, Ohio

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
Crystal Pointe, Ltd.	North Pointe Realty, Inc. 5915 Landerbrook Drive Suite 120 Mayfield Hgts., OH 44127	202 Montrose West Blvd. Copley, OH 44321	4/18/2013	6/30/2009

Maumee, Ohio

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
Home Builders Association of Greater Toledo, Inc.	1911 Indianwood Circle Suite A Maumee, OH 43537	1911 Indianwood Circle Maumee, OH 46250	11/30/2009	6/30/2009

Warren, Ohio

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
Lewis Land, Ltd.	8031 East Market Street Warren, OH 44484	8009 East Market Street Warren, OH 44484	6/30/2012	6/30/2009

Cranberry Township, Pennsylvania

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
Kessinger/Hunter & Co., as agent for Cranberry Business Park	2600 Grand Avenue Suite 700 Kansas City, MO 64108	3104 Unionville Drive Cranberry Township PA 16319	7/31/2013	6/30/2009

Erie, Pennsylvania

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
The Prischack Family Partnership	100 State Street Suite B-100 Erie, PA 16507	100 State Street Erie, PA 16507	5/14/2011	6/30/2009

Wayne, Pennsylvania

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
851 Duportail LP	955 Chesterbrook Boulevard Suite 120 Chesterbrook, PA 19087	851 Duportail Road Wayne, PA 19087	4/30/2010	6/30/2009

Greenville, South Carolina

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
OZRE Greenville LLC	P.O. Box 533220 Charlotte, NC 28290	300 Executive Center Drive Greenville, SC 29615	10/31/2012	6/30/2009
Subtenant	Subtenant Address	Property Location	Termination Date	Rejection Date
GMAC, LLC	200 Renaissance Center P.O. Box 200 Detroit, MI 48265	300 Executive Center Drive Greenville, SC 29615	9/30/2010	6/30/2009

Franklin, Tennessee

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
Boyle Cool Springs Joint Venture	5110 Maryland Way Suite 330 Brentwood, TN 37027	501 Corporate Drive Franklin, TN 37067	7/31/2010	6/30/2009
Subtenant	Subtenant Address	Property Location	Termination Date	Rejection Date
GMAC, LLC	200 Renaissance Center P.O. Box 200 Detroit, MI 48265	501 Corporate Drive Franklin, TN 37067	7/31/2010	6/30/2009

Richmond, Virginia

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
GMAC, LLC	200 Renaissance Center P.O. Box 200 Detroit, MI 48265	10800 Midlothian Turnpike Richmond, VA 23235	9/30/2009	6/30/2009

Scott Depot, West Virginia

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
Keniman Belcher c/o Barbara Belcher	203 Cedar Drive Scott Depot, WV 25560	400-D Prestige Park Scott Depot, WV 25526	7/31/2009	6/30/2009

Brookfield, Wisconsin

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
CORE Realty Holdings Management, Inc. fbo Brookfield Lakes Tenants in Common	c/o Hammes Co. 18000 W. Sarah Lane, Suite 250 Brookfield, WI 53045	300 North Corporate Drive Brookfield, WI 53045	5/31/2012	6/30/2009

Grand Chute, Wisconsin

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
Grande Market 5601	5735 West Spencer Street Appleton, WI 54914	5601 Grande Market Drive Grand Chute, WI 54913	3/31/2012	6/30/2009

Middleton, Wisconsin

Landlord	Landlord Address	Property Location	Termination Date	Rejection Date
Greenway Office Center, LLC c/o T. Wall Properties, LLC	P.O. Box 7700 Madison, WI 53707	1600 Aspen Commons Middleton, WI 53562	5/14/2013	6/30/2009